

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
THE MACKE COMPANY

EPA Region 5 Records Ctr.



225239

The Macke Company, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law," approved March 10, 1899, and the Acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on October 15, 1934 and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware on October 15, 1934, and of which the most recent Amendment thereto was filed and recorded in such offices on February 18, 1966, does hereby certify:

ITEM ONE: That at a meeting of the Board of Directors of The Macke Company, duly held and convened on November 28, 1967, a resolution was duly adopted setting forth proposed amendments to the Certificate of Incorporation of The Macke Company as follows:

RESOLVED: That it is advisable to amend the Certificate of Incorporation under which this company was formed by:

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a. Amending the introductory paragraph of Article THIRD to read as follows:

"THIRD. The purpose of the Corporation is to engage in, promote and carry on any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including but not limited to, the following:"

b. Amending Article FOURTH to increase the number of authorized shares of Class A Common Stock from 3.5 million to 5 million and to authorize 500,000 shares of Preference Stock, \$1 par value, which the Board of Directors will be authorized to issue from time to time in series, and to fix before such issuance certain of the preferences and relative, participating, optional, or other special rights and qualifications thereof, as hereinafter set forth in Exhibit A attached hereto and made a part hereof.

FURTHER RESOLVED: That the foregoing proposed amendments to the Articles of Incorporation of the Corporation be submitted to the Shareholders for approval at the Annual Meeting to be held at the offices of the company on February 27, 1968.

FURTHER RESOLVED: That if and when the foregoing amendments are approved by the Shareholders, the president, a vice president, secretary and/or assistant secretary of the company be and they hereby are authorized and directed to make a certificate setting forth such amendments and to file such certificate in the office of the Secretary of State of Delaware and to have a copy certified by said Secretary of State recorded in the office of the Recorder of the County in which the original Certificate of Incorporation of the company is recorded.

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EXHIBIT A

FOURTH. The total number of shares of capital stock of all classifications which the Corporation shall have authority to issue is Five Million Eight Hundred Eighty-Six Thousand One Hundred Sixteen (5,886,116) shares which shall be divided as follows:

(a) Five Million Three Hundred Eighty-Six Thousand One Hundred Sixteen (5,386,116) shares of Common Stock which shall be divided into two classes as follows:

(1) Five Million (5,000,000) shares of Class A Common Stock, par value One Dollar (\$1.00) per share; and

(2) Three Hundred Eighty-Six Thousand One Hundred Sixteen (386,116) shares of Class B Common Stock, par value One Dollar (\$1.00) per share of which 96,534 shares shall be Series B-7 shares, 96,534 shares shall be Series B-8 shares, 96,534 shares shall be Series B-9 shares and 96,514 shares shall be Series B-10 shares; and

(b) Five Hundred Thousand (500,000) shares of Preference Stock, par value One Dollar (\$1.00) per share.

The designations, voting powers, preferences, optional or other special rights and qualifications, limitations, or restrictions of the above classifications of stock shall be as follows:

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SECTION I - PREFERENCE STOCK

A. Shares of the Preference Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Board of Directors may determine. All shares of any one series shall be of equal rank and identical in all respects.

B. Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the issue of any series of Preference Stock, the designation of such series and the powers, preferences and rights of the shares of such series, and the qualifications, limitations or restrictions thereof, including the following:

(1) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors;

(2) The dividend rate on the shares of that series, whether dividends shall be cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series over shares of any other series;

(3) Whether the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the

date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(4) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amounts payable into such sinking fund;

(5) The rights to which the holders of the shares of that series shall be entitled in the event of voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(6) Whether the shares of that series shall be convertible into or exchangeable for shares of stock of any class or any other series of Preference Stock, and if so, the terms and conditions of such conversion or exchange, including the method of adjusting the rates of conversion or exchange in the event of a stock split, stock dividend, combination of shares or similar event;

(7) Whether the shares of that series shall have voting rights, in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(8) Whether the issuance of any additional shares of such series, or of any shares of any other series, shall be subject to restrictions as to issuance, or as to the powers, preferences or rights of any such other series;

(9) Any other preferences, privileges and powers, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of this Certificate of Incorporation and to the full extent now or hereafter permitted by the laws of Delaware.

C. Payment of dividends shall be as follows:

(1) The holders of Preference Stock of each series designated as cumulative in respect of dividends, in preference to the holders of the Common Stock, shall be entitled to receive, as and when declared by the Board of Directors out of funds legally available therefor, cash dividends, at the rate for such series fixed in accordance with the provisions of Section I of this Article FOURTH and no more;

(2) The holders of Preference Stock of each series designated as non-cumulative in respect of dividends, in preference to the holders of the Common Stock, shall be entitled to receive, as and when declared by the Board of Directors out of funds legally available therefor, cash dividends, at the rate for such series fixed in accordance with the provisions of Section I of this Article FOURTH and no more;

(3) No dividend shall be paid upon, or declared or set aside for, any share of Preference Stock with respect to any dividend

period unless at the same time a like proportionate dividend with respect to the same dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid upon, or declared and set apart for, all shares of Preference Stock of all series then issued and outstanding and entitled to receive such dividend;

(4) So long as any shares of Preference Stock shall be outstanding, in no event shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on the Common Stock, nor shall any shares of the Common Stock be purchased, redeemed or otherwise acquired for value by the Corporation, unless all dividends on all cumulative series of Preference Stock with respect to all past dividend periods and unless all dividends on all series of Preference Stock for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, and unless the Corporation shall not be in default with respect to any of its obligations with respect to any sinking fund for any series of Preference Stock. The foregoing provisions of this Paragraph (4) shall not, however, apply to a dividend payable in Common Stock;

(5) No dividends shall be deemed to have accrued on any share of Preference Stock of any series with respect to any period prior to the date of original issue of such share or the dividend payment

date immediately preceding or following such date of original issue, as may be provided in the resolution or resolutions of the Board of Directors creating such series. The Preference Stock shall not be entitled to participate in any dividends declared and paid on the Common Stock, whether payable in cash, stock or otherwise. Accruals of dividends shall not bear interest.

D. In the event of any voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the shares of each series of the Preference Stock then outstanding shall be entitled to receive out of the net assets of the Corporation, but only in accordance with the preferences, if any, provided for such series, before any distribution or payment shall be made to the holders of the Common Stock, the amount per share fixed by the resolution or resolutions of the Board of Directors to be received by the holders of shares of each such series on such voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up, as the case may be. If such payment shall have been made in full, to the holders of all outstanding Preference Stock of all series, or duly provided for, the remaining assets of the Corporation shall be available for distribution among the holders of the Common Stock (as provided in Section B.(2) of this Article FOURTH). If upon any such liquidation, dissolution, distribution of assets or winding-up, the net assets



of the Corporation available for distribution among the holders of any one or more series of the Preference Stock which (i) are entitled to a preference over the holders of the Common Stock upon such liquidation, dissolution, distribution of assets or winding-up, and (ii) rank equally in connection therewith, shall be insufficient to make payment in full of the preferential amount to which the holders of such shares shall be entitled, then such assets shall be distributed among the holders of each such series of the Preference Stock ratably according to the respective amounts to which they would be entitled in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

Neither the consolidation or merger of the Corporation, nor the sale, lease or conveyance (whether for cash, securities or other property) of all or part of its assets, shall be deemed a liquidation, dissolution, distribution of assets or winding-up of the Corporation within the meaning of the foregoing provisions.

E. Except to the extent otherwise required by law or provided in the resolution or resolutions of the Board of Directors adopted pursuant to authority granted in this Section I of Article FOURTH, the shares of Preference Stock shall have no voting power with respect to any matter whatsoever.

In no event shall the Preference Stock be entitled to more than one vote in respect of each share of stock.

F. Shares of Preference Stock which have been redeemed, converted, exchanged, purchased, retired or surrendered to the Corporation, or which have been reacquired in any manner, shall have the status of authorized and unissued Preference Stock and may be reissued by the Board of Directors as shares of the same or any other series.

## SECTION II - COMMON STOCK

### A. Restrictions and Limitations on Class B Common Shares

(1) Class A Common shares and Class B Common shares shall be alike and equal in all respects except that Class B Common shares shall be subject, for varying periods of time, to certain restrictions and limitations on dividends and sale not applicable to Class A Common shares. The restrictions and limitations to which Class B Common shares shall be subject are as follows:

(a) Restrictions and Limitations on Dividends. Cash dividends shall not be declared in any calendar year on Class B Common shares unless and until cash dividends in the amount of Seventeen and One-Half Cents (\$0.17½) per share have been declared in such year on Class A Common shares; provided, however, that such dividend rights of Class A Common shares

shall not be cumulative. After cash dividends in the amount of Seventeen and One-Half Cents (\$0.17½) per share have been declared in any calendar year on Class A Common shares, any additional cash dividends on common stock in such year shall be declared equally on all Class A Common and Class B Common shares.

(b) Restrictions and Limitations on Sale. No sale of any Class B Common shares shall be made unless and until the owner thereof, hereinafter called the offeror-stockholder, shall first offer to sell such shares, hereafter called the offered shares, to the Corporation. Such offer shall be in writing and shall provide for the sale of the offered shares at a price equal to the higher of (i) the book value of the offered shares as of the last day of the month preceding the month in which the written offer is made, or (ii) sixty per cent (60%) of the fair market value of an equivalent number of Class A Common shares as of the day preceding the day on which the written offer is made. The aforesaid book value shall be determined by the independent accountants then serving the Corporation in accordance with generally accepted accounting principles. The aforesaid fair market value of Class A Common shares shall be the weighted average of the quoted prices of the bona fide sales thereof on the day, hereinafter called the valuation date, preceding the day on which the written offer is made. If there are no bona fide sales on the valuation date but there are bona fide sales within a period of ten (10) days both before and after the valuation

date, the aforesaid fair market value shall be the weighted average of the quoted prices of such sales on the nearest date before and the nearest date after the valuation date. If there are no bona fide sales on dates within such period of ten (10) days both before and after the valuation date, the aforesaid fair market value shall be the mean between the bona fide bid and asked prices on the valuation date, or if none, shall be the average of the means between the bona fide bid and asked prices on the nearest trading date before and the nearest trading date after the valuation date. Bona fide sales within the meaning of this paragraph shall not include sales made with an intention to affect the market price of Class A Common shares so as in turn to affect the price of the offered shares. The Corporation shall have a period of fifteen (15) days after the receipt of the written offer in which to accept it. If the Corporation does accept such offer, the closing of the sale shall be completed within forty-five (45) days after such acceptance. At the closing the entire purchase price shall be paid in cash. If the Corporation shall reject or fail to accept the written offer within such period of fifteen (15) days, the offeror-stockholder shall be free to sell the offered shares to any person, firm, association or corporation on such terms as he may choose; provided, however, that such sale

shall be made within thirty (30) days from the date on which the aforesaid period of fifteen (15) days expires. In the event the offeror-stockholder so sells the offered shares, such shares shall henceforth be free from the restrictions and limitations on sale set forth in this paragraph. Notwithstanding the foregoing provisions of this paragraph, Class B Common shares may be pledged or hypothecated to any bona fide lender as security for a loan by such lender to the owner of such shares, but no sale of such shares shall be made by or on behalf of such lender unless and until such lender first offers to sell such shares to the Corporation in accordance with the abovestated provisions of this paragraph.

(2) Class B Common shares shall be subject to the aforesaid restrictions and limitations on dividends and sale only until the date set forth in the following table opposite the designation of the particular series of which the shares are a part. On such date the aforesaid restrictions and limitations on dividends and sale shall wholly terminate and cease to operate with respect to the shares of such particular series, and thereafter the shares of such particular series shall be alike and equal in all respects to Class A Common shares.

Class B Shares

Date on Which Restrictions and  
Limitations Shall Terminate

Series B-7	December 31, 1966
Series B-8	December 31, 1967
Series B-9	December 31, 1968
Series B-10	December 31, 1969

Notwithstanding the foregoing, if any person to whom shares of Class B Common shares of Series B-8, Series B-9 or Series B-10 are originally issued still owns such Series B-8, Series B-9 or Series B-10 Common shares at the time of his death, then on such date of death the aforesaid restrictions and limitations on dividends and sale shall wholly terminate and cease to operate with respect to such Series B-8, Series B-9 and Series B-10 Common shares so owned by such person at the time of his death, and thereafter such Series B-8, Series B-9 and Series B-10 Common shares shall be alike and equal in all respects to Class A Common shares.

(3) On and after the date when the foresaid restrictions and limitations on dividends and sale shall have wholly terminated and ceased to operate with respect to the shares (hereinafter referred to as Unrestricted Class B Common Shares) of any particular series of Class B Common shares, so that such Unrestricted Class B Common Shares shall have become alike and equal in all respects to Class A Common shares, the holders of such Unrestricted Class B Common Shares shall have the right to exchange their Unrestricted Class B Common Shares for Class A Common shares on a share-for-share basis. Any holder desiring to avail himself of the right to exchange his Unrestricted Class B Common Shares for Class A Common shares shall deliver and surrender the certificate or certificates representing such Unrestricted Class B Common

Shares, duly endorsed in blank, to the Secretary of the Corporation, at its office; and at the same time such holder shall notify the Secretary in writing over his signature that he desires to exchange his Unrestricted Class B Common Shares for Class A Common shares pursuant to these provisions. Upon receipt by the Secretary of such certificate or certificates and such notification, the Corporation shall forthwith issue to such holder delivering and surrendering such certificate or certificates one Class A Common share for each Unrestricted Class B Common Share thus being exchanged, and shall deliver to such holder a certificate in due form representing such Class A Common shares.

(4) Unrestricted Class B Common Shares which have been surrendered and exchanged pursuant to these provisions shall be cancelled and retired. The Corporation's authorized common stock shall be reduced by the number of such Class B Common shares which are cancelled.

(5) Of the Five Million (5,000,000) Class A Common shares presently authorized, Three Hundred Eighty-Six Thousand One Hundred Sixteen (386,116) Class A Common shares shall be reserved for issuance in exchange for Unrestricted Class B Common Shares.

B. Limitations, Relative Rights and Powers in Respect of Shares of Common Stock as a Class

(1) After the requirements with respect to preferential dividends, if any, on the Preference Stock (fixed pursuant to Paragraph B.(2) of Section I and as further provided for in Paragraph C of Section I, both of this Article FOURTH) shall have been met, and after the Corporation shall have complied with all the requirements, if any, with respect to the setting aside of sums in a sinking fund for the purchase or redemption of shares of any series of Preference Stock (fixed pursuant to Paragraph B.(3) and (4) of Section I of this Article FOURTH), then and not otherwise, the holders of Common Stock shall receive, to the extent permitted by law and subject to the limitations set forth in Section II.A. of this Article FOURTH, such dividends as may be declared from time to time by the Board of Directors;

(2) After distribution in full of the preferential amount, if any (fixed pursuant to Section I.B.(5) of this Article FOURTH), to be distributed to the holders of Preference Stock, in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively;



(3) Except as may be otherwise required by law or by this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of such Stock held by him on all matters voted upon by the stockholders.

SECTION III - OTHER PROVISIONS

A. The stockholders of the Corporation are expressly denied the preemptive right to subscribe to any or all additional issues of stock of the Corporation of any or all classes or series thereof.

B. Any and all shares issued by the Corporation for which the full consideration has been paid or delivered, shall be deemed fully paid and non-assessable shares.

ITEM TWO: That at the aforesaid meeting of the Board of Directors of The Macke Company, duly held and convened on November 28, 1967, a resolution was duly adopted calling for the annual meeting of stockholders of The Macke Company; that such annual meeting was duly called and held in accordance with law and the By-Laws of The Macke Company, at One Macke Circle, Cheverly, Maryland, on the 27th day of February, 1968 at 2:00 p.m.; that each shareholder was timely mailed a notice of such stockholders' meeting, to which notice was attached a copy of the

proposed amendments to the Certificate of Incorporation as adopted by the Board of Directors at its meeting of November 28, 1967; that at such annual meeting, stockholders of The Macke Company holding 1,580,019 shares of the Corporation's Class A Common Stock, of which 1,946,104 were issued and outstanding, were present in person or by proxy, and persons holding 192,662 shares of the Corporation's Class B Common Stock, of which 193,048 shares were issued and outstanding, were present in person or by proxy; that at such annual meeting a vote of the stockholders, by ballot, in person or by proxy, was duly taken for and against the foregoing proposed amendments of the Certificate of Incorporation of The Macke Company; that such vote was duly conducted by C. Wesley La Blanc and Lawrence A. Miller, the two judges appointed for that purpose; that the judges have certified the vote of the stockholders entitled to vote on such amendment as follows:

I. Proposed Amendment to Article THIRD to Broaden the Purposes of the Corporation's Business

1,573,898 Class A shares FOR the proposed amendment

3,364 Class A shares AGAINST the proposed amendment

192,662 Class B shares FOR the proposed amendment

No Class B shares AGAINST the proposed amendment

II. Proposed Amendment to Article FOURTH to Increase  
the Number of Authorized Shares of Class A Common  
Stock From 3.5 Million to 5 Million

1,543,814 Class A shares FOR the proposed amendment  
27,138 Class A shares AGAINST the proposed amendment  
192,662 Class B shares FOR the proposed amendment  
No Class B shares AGAINST the proposed amendment

III. Proposed Amendment to Article FOURTH to Authorize  
500,000 Shares of Preference Stock

1,412,669 Class A shares FOR the proposed amendment  
44,585 Class A shares AGAINST the proposed amendment  
192,662 Class B shares FOR the proposed amendment  
No Class B shares AGAINST the proposed amendment

and that the proposed amendments were duly adopted in accordance  
with the provisions of Section 242 of the General Corporation Law  
of Delaware, as amended.

ITEM THREE: That the capital of The Macke Company will not  
be reduced under or by reason of the aforesaid amendments to its  
Certificate of Incorporation.

IN WITNESS WHEREOF, The Macke Company has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by Aaron Goldman, its President, and attested by Lawrence A. Miller, its Secretary, this 27th day of February, 1968.

THE MACKE COMPANY

ATTEST:

By Aaron Goldman  
Aaron Goldman, President

Lawrence A. Miller  
Lawrence A. Miller, Secretary

(Corporate Seal)



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COUNTY OF PRINCE GEORGE'S )  
 ) SS:  
STATE OF MARYLAND )

BE IT REMEMBERED, that on this 27th day of February, 1968, before me, Mary F. Brown, a Notary Public in and for the State of Maryland, personally appeared Aaron Goldman, President of The Macke Company, a Delaware corporation, and the corporation which executed and is described in the foregoing Certificate of Amendment, and Lawrence A. Miller, Secretary thereof; and Aaron Goldman and Lawrence A. Miller, known to me personally to be such President and Secretary, duly executed such Certificate of Amendment as their free act and deed and the free act and deed of the aforesaid corporation for the uses and purposes therein expressed and that the facts stated therein are true; that the seal affixed to the aforesaid Certificate of Amendment is the corporate seal of the aforesaid corporation; and that their act of sealing, executing, attesting, acknowledging and delivering the aforesaid Certificate of Amendment was duly authorized by the Board of Directors and stockholders of the aforesaid corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
of office on the day and year aforesaid.

Mary F. Brown  
Mary F. Brown, Notary Public  
My Commission Expires July 1, 1969



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